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ATTORNEYS AND COUNSELORS AT LAW

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June 4, 1993

3-155A032

RECORDATION NO. 12339-C FILED 1425

JUN 4 1993 1.30PM

Recordation No. 12339-C

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of BOT Funding Corporation, formerly known as New England Merchants Funding Corporation, ("BOT"), I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Termination of Lease ("Termination").

The Party to the enclosed Termination is:

BOT Funding Corporation, formerly known - TERMINATING PARTY  
as New England Merchants Funding Corporation  
125 Summer Street  
Boston, MA 02110

The said Termination is a full termination of all right, title and interest of BOT, in, to and under that certain Railroad Equipment Leasing Agreement filed and recorded with the Interstate Commerce Commission under Recordation No. 12339 and the Termination should be recorded under the next available letter under Recordation No. 12339, which we believe is -C.

The equipment covered by the enclosed Termination is all equipment covered by the Railroad Equipment Leasing Agreement.

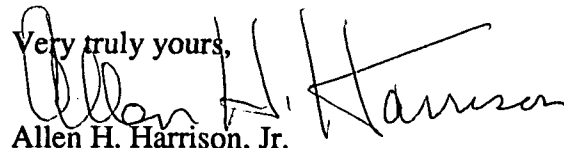
A short summary of the Release to appear in the ICC Index is as follows:


"Full Termination"

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for BOT Funding Corporation  
for the purpose of this filing.

  
Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20231  
Enclosures  
BY HAND  
8368-020

JUN 4 1 30 AM '93  
MOTOR OPERATING UNIT

# Interstate Commerce Commission

Washington, D.C. 20423

6/4 /93

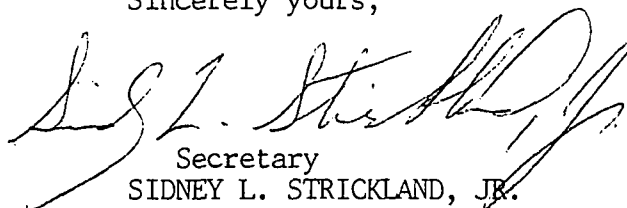
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Donelan, Cleary Wood & Maser  
1275 K St N.W. Suite 850  
Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **6/4/93** at **1:30pm**, and assigned  
recording number(s). **12339-C**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

214 10\*

12339-C  
ICC FILE COPY

# BOT Financial Corporation

125 Summer Street • Boston, MA 02110 • Telephone: (617) 573-9000 • FAX (617) 345-5153

Mailing Address:  
P.O. Box 2332  
Boston, MA 02107

RECORDATION NO. 12339-C FILED 1425

## FULL TERMINATION OF LEASE

JUN 4 1993 1.30PM

INTERSTATE COMMERCE COMMISSION

This full termination of lease ("Termination") dated as of June 2, 1993, is made by BOT FUNDING CORPORATION FORMERLY KNOWN AS NEW ENGLAND MERCHANTS FUNDING CORPORATION in favor of PROVIDENCE AND WORCESTER RAILROAD COMPANY.

1. Reference is made to that certain Railroad Equipment Leasing Agreement dated October 9, 1980 by PROVIDENCE AND WORCESTER RAILROAD COMPANY (the "Lessee") in favor of NEW ENGLAND MERCHANTS FUNDING CORPORATION (the "Lessor"), which Railroad Equipment Leasing Agreement was duly filed with the Commission on October 23, 1980 in accordance with 49 U.S.C. & 11303 (formerly Section 20c of the Interstate Commerce Act) and assigned Recordation Number 12339.
2. For good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lessor hereby fully releases, discharges and terminates in toto any and all liens, rights, claims and other encumbrances on the equipment as granted pursuant to said Railroad Equipment Leasing Agreement and agrees to the full termination from the public records of the Railroad Equipment Leasing Agreement filed at Recordation Number 12339.

IN WITNESS WHEREOF, Lessor has caused this Termination to be duly executed by its authorized officer as of the day and year first written above.

BOT FUNDING CORPORATION FORMERLY KNOWN AS  
NEW ENGLAND MERCHANTS FUNDING CORPORATION

By: Thomas Thornton

Name: Thomas Thornton

Title: Vice Pres

STATE OF: Massachusetts )

COUNTY OF: Suffolk )

SS:

I, Ellen M. Ferris, a Notary Public within and for said County, in the State aforesaid, do hereby certify that on this 3rd day of June 1993 personally appeared before me Thomas Thornton

who acknowledged to me that he/she is the Vice President of BOT Funding Corporation ~~EKA New England Merchants Funding Corporation~~ the corporation named in and which executed the foregoing instrument, and, being authorized so to do, he/she acknowledged the execution of said instrument on behalf of and as the voluntary act and deed of said corporation.

WITNESS my hand and seal as such Notary Public the day and year in this certificate above written.

My Commission Expires:

Jan 4, 1996

Ellen M. Ferris

DISTRICT OF COLUMBIA    )    SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 4<sup>th</sup> day of June, 1993.

Allen H. Harrison Jr.

Subscribed and sworn to before me  
this 4<sup>th</sup> day of June, 1993

Diane G Haussein  
Notary Public, D.C.

My Commission Expires    9.30.96